

Exhibit D

1 Q. Okay. And so are you also offering an opinion
2 about how the pricing terms of the sales agreements
3 should be interpreted?

4 A. No. I'm providing a -- my -- well, I'm providing
5 my understanding of what it says and in the context of
6 the, of electricity and gas markets and retail markets
7 and how that works out. Obviously, I'm not offering a
8 legal opinion on the language.

9 Q. Okay.

10 A. I'm offering my understanding based on knowledge
11 of these markets of how these, how these work.

12 Q. Okay. You're not offering a legal interpretation
13 of the pricing provisions in the XOOM sales agreement?

14 MR. WITTELS: Objection. I mean, I think he
15 asked -- he just answered it, didn't he?

16 MR. MATTHEWS: Steve, please, no speaking
17 objections today. Please.

18 MR. WITTELS: But it's the same question.

19 MR. MATTHEWS: "Objection form" is what's
20 appropriate to say, as you have reminded me. Okay?

21 A. I am not offering a legal opinion.

22 Q. Okay. Were you asked to assume a particular
23 interpretation of the pricing provisions?

24 A. No, not really. I mean, they're on the page.

1 close, not arbitrarily high.

2 Q. Okay.

3 A. Not with an arbitrarily added offset.

4 Q. Okay. For purposes of this question I'm not
5 ask -- I'm not presenting you with a hypothetical.

6 A. Uh-huh.

7 Q. You said that it --

8 A. Uh-huh.

9 Q. -- is insufficient just for the rate to go up and
10 down with costs; yes?

11 A. Yes.

12 Q. I'm asking you, Seabron Adamson, in your opinion
13 what else is required?

14 A. Okay. I'll explain it as clear as I can and
15 maybe we'll get to it. To my first read, as I said, you
16 should be -- you should be able to -- that the rate
17 should be based on the estimated and actual supply
18 costs. Right?

19 So that means -- and I said in my opinion that
20 did not allow, you know, the first read that does not
21 allow a margin to be added. If a margin -- and I said,
22 well, you know, perhaps the jury finds it differently
23 and says, "okay, there can be a margin." Or a Court.
24 If there is to be a margin then the margin can't be --

1 CERTIFICATE
2

3 COMMONWEALTH OF MASSACHUSETTS
4 SUFFOLK, ss.
5

6 I, Laurie Langer, Registered Professional Reporter
7 and Notary Public in and for the Commonwealth of
8 Massachusetts, do hereby certify that the witness whose
9 deposition is hereinbefore set forth, was duly sworn by
10 me and that such deposition is a true record of the
11 testimony given by the witness.
12

13 I further certify that I am neither related to or
14 employed by any of the parties in or counsel to this
15 action, nor am I financially interested in the outcome
16 of this action.
17

18 In witness whereof, I have hereunto set my hand and
19 seal this 11th day of November, 2022.
20

21 
22

23 NOTARY PUBLIC
24

Commission Expires
7/27/2023